



NEWS RELEASE

# ADP Comments on Pershing Square Capital Management's Nomination of Directors

8/7/2017

ROSELAND, NJ -- (Marketwired) -- 08/07/17 -- ADP (NASDAQ: ADP) today issued the following statement regarding Pershing Square Capital Management's nomination of three candidates to ADP's Board of Directors at the 2017 Annual Meeting of Stockholders.

"As we noted last week, ADP is open to constructive input from our shareholders and our Board respects the right of shareholders to nominate directors. Now that Pershing Square has submitted its proposed director candidates, the Nominating/Corporate Governance Committee of the Board will evaluate Mr. Ackman's nominees as they would any other potential directors to assess their ability to add value on the Board for the benefit of all ADP shareholders. We have a strong and independent 10-member Board, including four new directors who have joined since 2014, with an appropriate mix of skills, experience and leadership to drive board performance and provide effective oversight. We believe our current Board has the right balance of leadership continuity and fresh perspectives to help ADP continue our strong track record of delivering value to shareholders while successfully executing on our 'All in on HCM' strategy and global opportunities for growth."

"ADP shares have outperformed the S&P 500 for many years, and the Company has generated total shareholder returns in excess of 200% since Carlos Rodriguez became CEO nearly six years ago. We believe ADP is well positioned to build on its longstanding track record of successful value creation and growth through its transition to best-in-class cloud-based HCM solutions and other investments in technology and innovation during Mr. Rodriguez's tenure, while maintaining cost discipline. ADP has also consistently delivered on its commitment to returning capital to shareholders -- demonstrated by the return of more than \$11 billion in buybacks and dividends over the past five fiscal years and annual dividend increases for the last 42 years."

"The Board is always open to good ideas regardless of their source and reiterates the invitation it made to Mr. Ackman last week to present his ideas to the full Board on how 'to improve ADP's operations, profitability and competitive position.'"

Morgan Stanley & Co. is acting as financial advisor and Paul, Weiss, Rifkind, Wharton & Garrison LLP is acting as legal advisor to ADP.

#### **About ADP (NASDAQ: ADP)**

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#### **ADP-Media**

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in evaluating any forward-looking statements contained herein.

## ADDITIONAL INFORMATION

ADP, its directors and certain of its executive officers may be deemed to be participants in the solicitation of proxies from Company shareholders in connection with the matters to be considered at the Company's 2017 Annual Meeting. The Company intends to file a proxy statement and WHITE proxy card with the U.S. Securities and Exchange Commission (the "SEC") in connection with any such solicitation of proxies from Company shareholders. COMPANY SHAREHOLDERS ARE STRONGLY ENCOURAGED TO READ ANY SUCH PROXY STATEMENT AND ACCOMPANYING WHITE PROXY CARD WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION. Information regarding the ownership of the Company's directors and executive officers in Company stock and other securities is included in their SEC filings on Forms 3, 4, and 5, which can be found through the Company's website ( [www.adp.com](http://www.adp.com) ) in the section "Investor Relations" or through the SEC's website at [www.sec.gov](http://www.sec.gov) . Information can also be found in the Company's other SEC filings, including the Company's Annual Report on Form 10-K. More detailed and updated information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the proxy statement and other materials to be filed with the SEC in connection with the Company's 2017 Annual Meeting. Shareholders will be able to obtain any proxy statement, any amendments or supplements to the proxy statement and other documents filed by the Company with the SEC for no charge at the SEC's website at [www.sec.gov](http://www.sec.gov) . Copies will also be available at no charge at the Company's website at [www.adp.com](http://www.adp.com) .

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